

BYLAWS
OF
AFRICAN-AMERICAN LESBIAN/GAY ALLIANCE

Incorporated under the laws of the State of Georgia

ARTICLE ONE

Name, Location and Offices

1.1 Name. The name of this corporation shall be "African-American Lesbian/Gay Alliance."

1.2 Registered Office and Agent. The Corporation shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

1.3 Other Offices. The principal office of the corporation shall be located in Atlanta, State of Georgia. The corporation may have other offices at such place or places, within or without the State of Georgia, as the Board of Directors may determine from time to time or the affairs of the corporation may require or make desirable.

ARTICLE TWO

Purposes and Governing Instruments

2.1 Nonprofit Corporation. The corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

2.2 Political, Educational, Cultural, and Social Purposes. The corporation is a paid and voluntary association of individuals. The purpose of which, as set forth in the articles of incorporation, are exclusively for political, educational, cultural, and social within the meaning of section 501(c)(3) of the Internal Revenue Code.

The corporation will be engaged in but not limited to the following activities:

- (1) Actively work against racism, sexism, classism, homophobia, and forms of discrimination within the Black community and the Gay Community.

- (2) Create positive attitudes between and among Black Non-Gays and Black Gays.
- (3) Improve the working and social relationship between and among Black Lesbians and Black Gay Men.
- (4) Raise the consciousness of Black Lesbians and Black Gay Men.
- (5) Work cooperatively with other national and local Black black organizations in the pursuit of human/civil rights.
- (6) Support the struggles for human and civil rights for all including, but not limited to, women, youth, physically challenged, senior citizens, prisoners, native Americans, Africans, Asians, Latin Americans, et al.
- (7) Promote coalition building and unity among and between Black Lesbians and Black Gay Men.
- (8) Pursue political power and recognition in non-partisan, non-violent but aggressive ways for the survival and growth/acceptance of ourselves as Black Lesbians and Black Gay Men.
- (9) Maintain and stress the beauty and history of Black culture and Lesbian/Gay culture, thereby projecting pride.
- (10) Build a strong political and economic base for Black Lesbians and Gay Men.
- (11) Engage in any lawful business or activities related thereto; and to engage in any lawful act or activity for which corporations may be organized under the Georgia Non-profit Corporation Code.

2.3 Governing Instruments. The corporation shall be governed by its articles of incorporation and its bylaws.

ARTICLE THREE

MEMBERSHIP

3.1 Eligibility. Any person or organization (public or private) interested in advancing the stated purpose of the organization shall be eligible for membership.

3.2 Record Membership. Any person or group eligible for membership shall become a member of record by paying the established membership fee, to the organizations headquarters.

3.3 Classes and Dues. There shall be three types of membership: Sponsor, Sustainer, and Benefactor. Annual dues for each membership class shall be established by the Board of Directors.

3.4 Membership Year. The membership year for the purpose of dues for each member shall be the calender year of the organization as established by the Board of Directors.

3.5 Termination. Record membership shall terminate by resignation, failure to pay dues within 60 days of receipt of a renewal notice, termination for cause as determined by the Board of Directors, or death.

ARTICLE FOUR

Board of Directors (Sometimes Referred to as "Steering Committee")

4.1 Authority and Responsibility. The governing body of the corporation shall be the Board of Directors (sometimes referred to as the "Steering Committee"). The Board of Directors shall have supervision, control and direction of the management, affairs and property of the corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall the fundamental and basic purposes of the corporation, as expressed in the articles of incorporation, be amended or changed. The Board of Directors shall not permit salary, compensation, or emolument therefrom as directed in section 4.7 of these bylaws.

4.2 Initial and Regular Boards of Directors. The initial directors of the corporation shall be the seven (7) persons named in the articles of incorporation of the corporation filed with the Secretary of State of Georgia on . At the first meeting of the initial Board of Directors, the directors shall elect a regular Board of Directors, to consist of co-chair persons, the treasurer, and the secretary of the corporation, together with such other directors as may be elected by the affirmative vote of a majority of the initial directors.

4.3 Manner of Election and Term of Office. The directors shall be elected at an annual meeting of the general membership. Each director shall continue in office for a term of one (1) year or until his or her successor shall have qualified or until his or her earlier death, resignation, or removal. There shall be

a minimum of five (5) directors, and the Board of Directors is authorized to fix by resolution the exact number of directors from time to time.

4.4 Removal. Any director, may be removed either for or without cause at any special, or regular meeting by the affirmative vote of a majority of the general membership. A removed director's successor may be elected at the same meeting to serve the unexpired term.

4.5 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, by the general membership, may be filled for the unexpired term at any meeting of the Board of Directors by a majority of the directors then in office. Each director so elected shall hold office until the election at the general meeting of the association and the qualification of his or her successor.

4.6 Committees of the Board of Directors. By resolution adopted by a majority of the Board of Directors, the Board of Directors may designate from among its members one or more executive committees, each consisting of one (1) or more directors, which number shall always include one of the co-executive director's. By resolution adopted by a majority of directors present at a meeting at which a quorum is present, the Board of Directors may designate from among its members one or more other committees, each consisting of two (2) or more directors. Except as prohibited by law, each committee shall have the authority set forth in the resolution establishing said committee. See also Article Nine ("Committees of Directors").

4.7 Compensation. Directors and/or officers of the corporation may receive directly or indirectly salary, compensation, or emolument therefrom as such determined by the Board of Directors, by the concurring vote of two-thirds (2/3) of all the directors or (not withstanding any quorum requirement of these bylaws) the concurring vote of all disinterested directors.

ARTICLE FIVE

Meetings of the Board of Directors

5.1 Annual Meeting; Notice. The annual meeting of the Board of Directors shall be held at the principal office of the corporation or at such other place as the Board of Directors shall designate. Unless waived as contemplated in Section 5.2. Notice of the time and place of such annual meeting shall be given not less than ten (10) nor more than sixty (60) days before such meeting.

5.2 Regular Meetings; Notice. Annual meetings of the Board of Directors shall be held between annual meetings at such times and at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given either personally or by telephone or by mail not less than seven (7) nor more than thirty (30) days before such regular meeting.

5.3 Special Meetings; Notice. Special meetings of the Board of Directors may be called by or at the request of the co-chairpersons or by any two of the directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given either personally or by telephone or by mail at least twenty-four (24) hours before such meeting.

5.4 Waiver. Attendance by a director at a meeting shall constitute waiver of notice of such meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Six ("Notice and Waiver").

5.5 Quorum. At meetings of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall less than two (2) directors constitute a quorum.

5.6 Vote Required for Action. Except as otherwise provided in these bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment and repeal of a bylaw is provided for in Article Thirteen of these bylaws. Vacancies in the Board of Directors may be filled as provided in Section 4.5 of these bylaws.

5.7 Action by Directors Without a Meeting. Any action required or permitted to be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all the members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

5.8 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

5.9 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of

the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

ARTICLE SIX

Notice of Waiver

6.1 Procedure. Whenever these bylaws require notice to be given to any director, the notice shall be given as prescribed in Article Five. Whenever notice is given to a director by mail, the notice shall be sent first-class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the director at his or her address as it appears on the books of the corporation; and such notice shall be deemed to have been given at the time the same is deposited in the United States mail. Notice shall be deemed to have been given by telegram or cablegram at the time notice is filed with the transmitting agency.

6.2 Waiver. Whenever any notice is required to be given to any director by law, by the articles of incorporation, or by these bylaws, a waiver thereof in writing signed by the co-chairpersons entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

ARTICLE SEVEN

Board of Advisors

7.1 Appointment. The Board of Directors may appoint such persons as it reasonably deems necessary or desirable to act as the Board of Advisors of the corporation. To the extent possible, the Board of Advisors should consist of representatives of the business community, and the educational community. The number of persons appointed to constitute the Board of Advisors shall be determined in the sole discretion of the Board of Directors.

7.2 Purpose. It shall be the function and purpose of the Board of Advisors to advise the Board of Directors on matters relating to the business and affairs of the corporation, and to suggest or be available for consultation with regard to projects or activities which the corporation may undertake, consistent with its exempt purposes, in furtherance of its goals and objectives.

ARTICLE EIGHT

Officers

8.1 Number and Qualifications. The officers of the corporation shall consist of an co-chairpersons. a secretary, and a treasurer.

The Board of Directors shall from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the corporation, but the corporation shall not be required to have at any time any officers other than an co-chairpersons secretary, and treasurer. Any two (2) or more offices may be held by the same person.

8.2 Election and Term of Office. The officers of the corporation shall be elected by the Board of Directors and shall serve for terms of one (1) year and until their successors have been elected and qualified, or until their earlier death, resignation, removal, or disqualification.

8.3 Other Agents. The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

8.4 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. However, any such removal shall be without prejudice to the contract right, if any, of the officer or agent so removed.

8.5 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

8.6 Co-Chairpersons. The co-chairpersons shall be the principal executive officer of the corporation and shall preside at all meetings of the Board of Directors. They shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, and statements and reports required to be filled with the state or federal officials or agencies; and they shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the secretary, any instrument or other writing; and he shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall have the right to supervise and direct the management and operation of the corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors, and the other officers and employees of the corporation shall be under his supervision and control during such interim. He shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

8.7 Secretary.

- (a) The secretary shall attend all meetings of the Board of Directors and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive and other committees when required.
- (b) He shall give, or cause to be given, notice of all meetings of the Board of Directors.
- (c) He shall keep in safe custody the seal of the corporation and, when authorized by the Board of Directors or the executive director, affix it to any instrument requiring it. When so affixed, it shall be attested by his signature or by the signature of the treasurer.
- (d) He shall be under the supervision of the executive director. He shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time delegate.

8.8 Treasurer.

- (a) The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit all monies and other valuables in the name and to the credit of the corporation into depositories designated by the Board of Directors.
- (b) He shall disburse the funds of the corporation as ordered by the Board of Directors, and prepare financial statements each month or at such other intervals as the Board of Directors shall direct.
- (c) If required by the Board of Directors, he shall give the corporation a bond (in such sum, and with such surety or sureties as shall be satisfactory to the board) for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.
- (d) He shall perform such other duties and have such other authority and powers as the Board of

Directors may from time to time prescribe or as the executive director from time to time delegate.

ARTICLE NINE

Committees of Directors

9.1 Executive Committees. By resolution adopted by a majority of the directors in the office, the Board of Directors may designate from among its members one or more executive committees, each of which shall consist of one (1) or more officers, including the executive director of the corporation, which executive committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the corporation; but the designation of such executive committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

9.2 Other Committees of Directors. Other committees, each consisting of two (2) or more directors, not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the executive director of the corporation. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

9.3 Advisory and Other Committees. The Board of Directors may provide for such other committees, including committees, advisory groups, boards of governors, etc., consisting in whole or in part of persons who are not directors of the corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the articles of incorporation of the corporation or these bylaws, as may be prescribed for it by the Board of Directors. Appointments to and filling of vacancies on any such other committees shall be made by the executive director of the corporation, unless the Board of Directors otherwise provides. Any action by each such committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby. See Article Seven ("Board of Advisors").

9.4 Term of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

9.5 Chairman. One member of each committee shall be appointed chairman thereof.

9.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

9.7 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

9.8 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE TEN

Contracts, Checks, Deposits and Funds

10.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. Such authority must be in writing and may be general or confined to specific instances.

10.2 Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and by the executive director of the corporation.

10.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

10.4 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE ELEVEN

Indemnification and Insurance

11.1 Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the corporation against expense, including attorneys fees (and in the case of actions other than those by or in the right of the corporation, judgements, fines and amounts paid in settlement), actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the corporation shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

11.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 11.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of members or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, trustee or agent, and shall inure to the benefit of the heir, executors, and administrators of such a person.

11.3 Insurance. To the extent permitted by Georgia law, the corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee or agent of another corporation, domestic or

foreign, non-profit, or for profit, partnership, joint venture, trust or other enterprise.

ARTICLE TWELVE

Miscellaneous

12.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

12.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

12.3 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

12.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1954, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

12.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative.
- (b) Effect shall be given to the intent manifested by the portion held valid or inoperative.

12.6 Table of Contents; Heading. The table of contents and headings are for organization, convenience and clarity. In importance to the other written material.

12.7 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

ARTICLE THIRTEEN

Amendments

13.1 Power to Amend Bylaws. The Board of Directors, or any executive committee of the Board of Directors, shall have the power to alter, amend or repeal these bylaws or adopt new bylaws.

13.2 Conditions. Action by the Board of Directors with respect to bylaws shall be taken by the affirmative vote of a majority of the directors present at a meeting at which a quorum is present as provided in Section 5.6 of these bylaws. Action by any executive committee of the Board of Directors with respect to bylaws shall be taken by the affirmative vote of a majority of the members of such committee present at a meeting at which a quorum is present.

ARTICLE FOURTEEN

Periodic Meetings

14.1 Periodic Meetings. The Board of Directors, Board of Advisors, officers, members of the corporation and interested members of the community shall meet from time to time at times and places to be determined by the executive director or the Board of Directors. Notice of each such meeting, time and place shall be given to the directors, advisors, officers, and members of the corporation and to those individuals who have caused their names to be placed on the corporation mailing list. The mailing list shall be kept by the secretary. The date of the meeting may be changed by the executive director or any two (2) members of the Board of Directors, provided that notice is given of such change at least two (2) days before the regularly scheduled date of such meeting.

ARTICLE FIFTEEN

Tax-Exempt Status

15.1 Tax-Exempt Status. The affairs of the corporation at all times shall be conducted in such a manner as to assure its status as a "publicly supported" organization as defined in section 509(a)(1) or section 509(a)(2) or section 509(a)(3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE THIRTEEN

Associates

13.1 Power to Amend Bylaws. The Board of Directors or any executive committee of the Board of Directors, shall have the power to amend, repeal or replace these bylaws or adopt new bylaws.

13.2 Amendments. Action by the Board of Directors with respect to bylaws shall be taken by the affirmative vote of a majority of the directors present at a meeting at which a quorum is present as provided in Article 2.0 of these bylaws. Action by any executive committee of the Board of Directors with respect to bylaws shall be taken by the affirmative vote of a majority of the members of such committee present at a meeting at which a quorum is present.

ARTICLE FOURTEEN

Periodic Meetings

14.1 Periodic Meetings. The Board of Directors, Board of Advisors, officers, members of the corporation and interested members of the community shall meet from time to time as follows and places to be determined by the executive director or the Board of Directors. Notice of each such meeting, time and place shall be given to the directors, advisors, officers, and members of the corporation and to known individuals who have caused their names to be placed on the corporation mailing list. The mailing list shall be kept by the secretary. The date of the meeting may be changed by the executive director at any time (1) members of the Board of Directors, provided that notice is given of such change at least two (2) days before the regularly scheduled date of such meeting.

ARTICLE FIFTEEN

Law-Related Events

15.1 Law-Related Events. The affairs of the corporation as all times shall be conducted in such a manner as to ensure the status as a "charitably supported" organization as defined in section 501(c)(3) of the Internal Revenue Code, and no in other ways in furtherance of the purposes of section 501(c)(3) of the Internal Revenue Code.